

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

RECORDATION NO. 22260-A FILED

AUG 17 '09

11-35 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

August 12, 2009

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, D. C. 20024  
Attn: Recordation of Railroad Equipment

Re: **Memorandum of Lease Agreement**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated August 10, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22260.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is one hundred nineteen (119) 5081 cu. ft. steel open top hopper cars; having CSX F marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows. Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Senior Documentation Specialist

Enclosures  
(CSX 1072 A)

ASSGN. NO.: CSXT 074

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10<sup>th</sup> day of August, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., ("Lessee"), a Virginia corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 44 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2009 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard E. Seymour  
Name: RICHARD E. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Gokulsky  
Name: SUSAN GOKULSKY  
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 10<sup>th</sup> day of August, 2009.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD E. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10<sup>th</sup> day of August, 2009

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



LESSEE:

CSX TRANSPORTATION, INC.

By: *Christine Mastromatteo*

Name: CHRISTINE MASTROMATTEO

Title: MGK LEASING + TREASURY

ATTEST:

By: *Deloris Handis*

Name: Deloris Handis

Title: Treasury Specialist

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

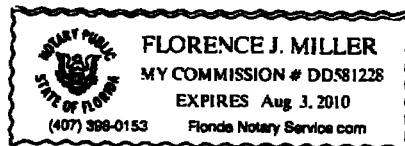
I, *Florence J. Miller*, a Notary Public of the County and State aforesaid,  
certify that *CHRISTINE MASTROMATTEO* personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26<sup>th</sup> day of June, 2009

*Florence J. Miller*  
Notary Public

Commission Expires:

*Aug. 3, 2010*  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred nineteen (119)

DESCRIPTION OF CARS: 5081 cu. ft. steel open top hopper cars

**CAR NUMBERS:**

CSXT 434261	CSXT 434313	CSXT 434360
CSXT 434262	CSXT 434314	CSXT 434361
CSXT 434263	CSXT 434315	CSXT 434362
CSXT 434264	CSXT 434316	CSXT 434364
CSXT 434265	CSXT 434318	CSXT 434365
CSXT 434268	CSXT 434319	CSXT 434366
CSXT 434269	CSXT 434320	CSXT 434367
CSXT 434270	CSXT 434321	CSXT 434369
CSXT 434271	CSXT 434322	CSXT 434370
CSXT 434272	CSXT 434323	CSXT 434371
CSXT 434277	CSXT 434324	CSXT 434372
CSXT 434279	CSXT 434325	CSXT 434373
CSXT 434280	CSXT 434326	CSXT 434374
CSXT 434281	CSXT 434327	CSXT 434376
CSXT 434282	CSXT 434328	CSXT 434381
CSXT 434283	CSXT 434329	CSXT 434382
CSXT 434284	CSXT 434330	CSXT 434383
CSXT 434285	CSXT 434334	CSXT 434384
CSXT 434287	CSXT 434335	CSXT 434385
CSXT 434288	CSXT 434336	CSXT 434386
CSXT 434289	CSXT 434337	CSXT 434387
CSXT 434290	CSXT 434338	CSXT 434388
CSXT 434291	CSXT 434341	CSXT 434389
CSXT 434292	CSXT 434343	CSXT 434390
CSXT 434294	CSXT 434344	CSXT 434391
CSXT 434296	CSXT 434345	CSXT 434392
CSXT 434297	CSXT 434346	CSXT 434394
CSXT 434298	CSXT 434347	CSXT 434396
CSXT 434299	CSXT 434348	CSXT 434397
CSXT 434300	CSXT 434349	CSXT 434398
CSXT 434301	CSXT 434350	CSXT 434399
CSXT 434302	CSXT 434351	CSXT 434401
CSXT 434303	CSXT 434352	CSXT 434402
CSXT 434304	CSXT 434353	CSXT 434403
CSXT 434306	CSXT 434354	CSXT 434404
CSXT 434308	CSXT 434355	CSXT 434405
CSXT 434309	CSXT 434356	CSXT 434406
CSXT 434310	CSXT 434357	CSXT 434407
CSXT 434311	CSXT 434358	CSXT 434408
CSXT 434312	CSXT 434359	